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ASPIRA AFFILIATE

GUIDE

Effective
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Aspira of America, Inc.
296 Fifth Avenue
New York, New York 10001

C O N T E N T S

	<u>Page</u>
Introduction	1
Philosophy and Objectives	2
Historical Background	4
Target Population	6
Organisation Overview	7
Fiscal Procedures	10

APPENDIX 1

Sample Terms of Affiliation

APPENDIX 2

Sample Affiliate By-Laws

ASPIRA AFFILIATE GUIDE

INTRODUCTION:

The "Aspira Affiliate Guide" has been prepared as an aid to affiliates of Aspira of America, Inc. With the growth of Aspira into a national organization it has become necessary to develop in some detail the legal and functional relationships of local Aspira Affiliates to the national office. The information provided in this guide is designed to facilitate the organization of affiliates and should be used in orientation programs for the respective Boards of Directors, Boards of Governors, professional staff and clients.

The guide includes a description of the Aspira programs, activities and objectives. A capsule history is also included. Models of organizational structures based on the New York experience have also been included.

While some of the information in the guide is only suggestive in keeping with Aspira of America, Inc.'s concept of local responsibility and flexibility, it is well to bear in mind that some aspects of the relationship are of necessity legal and contractual. Boards of Directors and executive staff must bear this distinction in mind and recognize the degrees of flexibility which are possible to

better meet local conditions. In this regard, the terms of affiliation, the By-Laws, the Incorporation agreement, and the fiscal procedures must be seen as legally binding documents. Any inquiries which may arise with respect to the implementation of this guide should first be discussed at the local level and then submitted for advisement to the national office.

PHILOSOPHY AND OBJECTIVES

Aspira is founded on the belief that a well educated and committed leadership within the Puerto Rican community will serve as a significant change agent for that community. This belief has launched a series of programs designed to further this hypothesis.

The educational programs in the form of Counseling, Tutoring, Scholarship and Loans, serve to maximize the possibility that Puerto Rican student obtain the possibility for higher education. The Cultural and Leadership Programs serve to nurture the youngster's identity as a Puerto Rican and obtain a commitment of service to the Puerto Rican community. As a total process Aspira works toward the development of an atmosphere, in which young Puerto Ricans can identify with, and develop a pride in a Puerto Rican culture and Puerto Rican people. Toward this end many auxiliary and special services are offered directed at the youngster's

home, school and community. These include services which introduce youngsters to the existing well educated, successful Puerto Rican, as models, to which ties of identification may be formed.

Although each program concentrates on one aspect of Aspira's goal, each has within its elements of leadership development, and cultural identification. The attitudes and behavior of Aspira's staff is a significant agent which synthesizes the various goals of Aspira into a meaningful whole. The Aspira personnel, at all levels, are important elements in the creation of an atmosphere of pride, of striving and achievement. Aspira, then, serves as a change agent for the community's youth. Its objective, in effect, is to inject into the community the required leadership for a self-perpetuating growth out of the restrictive bonds of poverty and powerlessness and into the freedom of self-determination and a voice in the planning of the future.

The philosophy and the objectives of Aspira cannot be divorced. The belief that education is the major vehicle for mobility, and growth is operationalized in the day by day activities of the agency. The belief that cultural identification and pride results in a commitment, is empirically tested by the number and the means by which Aspira

graduates invest their energy, and skills toward the solution of problems of the Puerto Rican in the urban community.

In summary, Aspira strives toward the identification of young educable Puerto Rican youth; expansion of opportunities for their acquisition of a meaningful education in the field of their choice, and finally, to nurture a feeling of identification with a responsibility toward the Puerto Rican Community in the United States.

HISTORICAL BACKGROUND

Aspira, as an agency, was conceived as the result of the Charismatic leadership, professional competency, and extensive energy of Antonia Pantoja. Miss Pantoja was perhaps the first Aspirante, herself personifying the striving, energy, leadership and service commitment which characterize the philosophy and objectives of Aspira.

The concept of Aspira was first presented in 1958. The reality did not emerge until 1961 as a program of the Puerto Rican-Hispanic Leadership Forum. A series of grants from private foundations led to the opening of an Aspira office in October, 1961; with Miss Pantoja as the Executive Director, and a staff of two educational counselors, one administrative assistant and two clerical employees.

From this time on the growth of Aspira has reflected the needs and the demands of the community for this type of service.

Its acceptance as an established educational counseling agency testified to its competence. Within two years, Aspira had acquired a building for its growing staff and services, and had received city-wide professional recognition. Its staff was characterized by the very dedication and aspiration they attempted to instill in the Puerto Rican youth.

The agency by 1965 had grown to four centers, with many different programs and with a staff of 50 employees. It received further recognition both from the grass root and the professional community. The Commonwealth of Puerto Rico invested in its growth and effectiveness through an annual grant. Adult groups, like "Las Madrinass" formed to enlist further support for Aspira. The 1964 Economic Opportunity Act opened the way for the Federal Government to provide funds for the continued expansion of services and facilities.

In 1966 the Scholarship and Loan Program was established, further widening the opportunities for Puerto Rican youths to acquire higher education. The number of students serviced increased from 1,007 in the previous year to 2,053 in 1966. The attendance at lectures, workshops and functions increased over 200%. This rapid growth has been accompanied by a growth in the quality of service, competency in the personnel, and city-wide recognition as an effective youth agency.

This rate of growth has not even begun to subside, nor is stabilization foreseeable in the near future. Growth and development has become as characteristic of Aspira as are its objectives to develop a committed Puerto Rican leadership.

TARGET POPULATION

The target population for Aspira services is dictated by its objectives and goals. In its efforts to create and advance a Puerto Rican leadership on the United States mainland it must naturally focus on youth. It must focus on that part of Puerto Rican youth for which there exists a potential for accepting the challenges of higher education, the first requisite for leadership. Aspira searches for the Puerto Rican youth capable of being motivated towards higher education, and who without this assistance could not obtain the desired schooling.

Aspira concentrates on developmental programs in contrast to remedial, therapeutic or preventive programs. The problems which are dealt with directly are education and self-identification, both important elements of leadership. Aspira has dedicated itself to the creation of a committed Puerto Rican professional community in the United States which shall enhance the opportunities for the total community in its struggle for upward mobility in the existing social strata.

Aspira is organized to develop the educational and leadership potential of the Puerto Rican youth. In this effort it is necessary to identify that segment of Puerto Rican youth which exhibit the raw materials necessary to make this a reality.

ORGANIZATION OVERVIEW

The overall policies of Aspira of America, Inc. are set by the Board of Directors. The Board consists of members representing the affiliates.

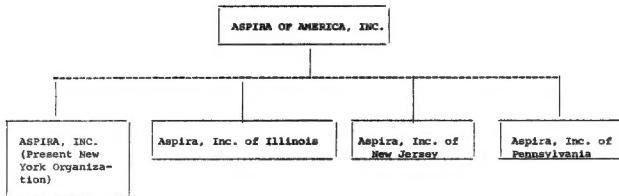
The local affiliates to be organized during the initial period will be:

Aspira, Inc. of Illinois (Chicago)
Aspira, Inc. of New Jersey (Newark)
Aspira, Inc. of Pennsylvania (Philadelphia)

For the initial three and one half years of the grant the national corporation will be the fiscal agent for all affiliates to be developed. The national organization will supply fiscal, administrative, training, fund-raising and public relations assistance to all affiliates.

Commencing with the first year of operations each affiliate will contribute 20% of its budget towards the maintenance of the national office and to recompense the national office for services to the affiliate. During this period funds shall be allocated to each affiliate to enable them to meet payroll or normal program expenses. Gradually as each affiliate develops

NATIONAL BOARD OF DIRECTORS



the capability of raising a significant portion of its funds locally, fiscal control will be turned over to each.

The national office (Aspira of America, Inc.) will have a staff and an Executive Director. It will have a fulltime Director of Field Operations, who will through periodic visits to the affiliates maintain basic coordination of the program. He will also be responsible to assist each affiliate in developing a fund-raising campaign in their community. Various consultants in the fields of development, program research and evaluation will be used as needed by the national office.

Each affiliate will sign a document "Terms of Affiliation", indicating that they will agree to the program as established by Aspira of America, Inc. Affiliates will immediately have the power of hiring their staff using the personnel policies of Aspira as a guide.

The National Executive Director, selected by the Board is responsible to the Board of Aspira of America, Inc., and for the execution of policies. The Board of Directors of the affiliates will select their respective Executive Director, after complying with the criterias set-up by Aspira of America, Inc.

FISCAL PROCEDURES

The purpose of these procedures are to facilitate and systematize financial reporting for each Aspira affiliate.

These procedures have been formulated for five fiscal components (Petty Cash, Program Expenses, Payment of Bills, Payroll, Reports).

- I. Petty Cash - Should be used for the following expenses:
 - A. Staff transportation
 - B. Newspapers
 - C. Program expenses under \$10.00 in value (See Figure 5-A and 5-J (Revised) for sample form - attached)
- II. Program Expenses - Expenditures over \$10.00 which require a check to cover them will be handled as follows:
 - A. A written memorandum (see Figure 5-B) will be prepared indicating the purpose and the amount.
 - B. If at all possible, credit should be secured, and the invoice should be forwarded to the Director from the vendor for direct payment.
 - C. If this is not possible, we would like the vendor to prepare a bill in advance so that we can attach it to the voucher when the check is prepared.

- D. The memorandum and invoice must be first approved (initialed on) by the Director.

III. Procedures for Paying Bills - All original bills are to be stamped and the first four lines filled out.
(See Figure 5-I for sample form)

Attach first and third copy of check to paid bill and mail to Aspira of America, Inc.

General Purchases - All other purchases will be done by the Director or his designated representative.
Prior approval must be secured from the Director.

IV. Payroll Procedures

- A. Payroll is computed on a bi-weekly basis. Use Payroll Register in duplicate.
- B. Original to be sent to Aspira of America, Inc.
The duplicate should be kept for your files, in the binder provided.
- C. To compute salary for an employee use Chart P/R #2, for example, an educational counselor earning \$7,000 a year, who ~~was~~ only worked six days - pick the proper column (salary), run down to the number of days for which he or she is to be paid, run finger across Social Security deduction for that particular pay (\$161.52 - \$7.75).

- D. These figures are to be included in the "Gross Pay" - \$161.52, "Social Security Column" - \$7.75.
- E. Federal Income Tax to be withheld (use Chart P/R #3 or #4) for the same pay as above, married with three exemptions - \$10.60; if single with two exemptions - \$17.40.
- F. Deduct the sum of the Social Security and Federal Income Tax from the gross pay, this amount to be included in "Net Pay" column.
- G. Enter check number and date of check in proper column.

PROCEDURE FOR FILLING IN

CASH REPORT OF MONIES IN HAND

The Cash Report shows the current cash balance at the last reporting date, the monies received, the monies spent and the cash balance at the current reporting date.

To complete this report follow this procedure.

- a) Enter beginning balance from last report
- b) List amount of deposit and from whom money was received
- c) Total a plus b
- d) Enter disbursements from list of checks drawn - enter name of payee, date, check number and

amount. If void, enter check number, mark void
and return with report.

- e) Balance = g minus d
- f) Sign report (See Figure 5-K)

Reminder

First and third copy of all checks issued are to be sent
with report.

Figure 5-B

EXPENSE ALLOWANCE

AFFILIATE

NAME OF ACTIVITY: _____

AMOUNT NEEDED: _____

TYPE OF PROGRAM: _____

DATE OF PROGRAM: _____ LOCALE: _____

DESCRIPTION OF ACTIVITY: _____

☐ REQUEST GRANTED

☐ REQUEST DENIED

REQUESTED BY: _____ AMOUNT REQUESTED: _____

DATE: _____

APPROVED DATE: _____

DIRECTOR'S SIGNATURE

NOTE

All expenditures will be approved by the Director.

Figure 5-1

BUDGET CATEGORY: _____

APPROVED : _____

DATE PAID : _____

CHECK NO. : _____

REPORT NO. : _____

REIMBURSED : _____

ARTICLE I PREFACE

SECTION A: APPLICATION

The undersigned organization in
hereby applies for affiliation with Aspira of America, Inc. and agrees as a condition of its acceptance to the Statement of Principles and the basic Terms of Affiliation set forth below. The applicant pledges that as a condition of becoming and/or maintaining its name and organizational benefits, it will adhere faithfully to the following concepts, requirements and standards.

SECTION B: PURPOSE

The purpose of Aspira of America, Inc. is to develop an educated and committed leadership within the Puerto Rican community in the United States dedicated to the betterment of the community and the solution of community problems. All programs developed by Aspira are designed to carry out this final purpose.

SECTION C: AREAS OF INTEREST

To accomplish the above purpose, the Aspira Programs concentrate specifically on problems

and opportunities in the field of education, with a major focus on counseling, tutoring, scholarship and loan services for youth and all these programs enhance the possibility of Puerto Rican youth going on to post-secondary education. The cultural and leadership programs serve to strengthen the Aspirantes self-identity through first-hand knowledge of Puerto Rican leaders and their achievements and the rich cultural heritage of Puerto Rico; and through frank and revealing discussions of the troubling personal problems stemming from being part of a minority community. As a total process, Aspira works towards the development of an atmosphere in which young Puerto Ricans identify with, and develop a pride in a Puerto Rican culture and people. Leadership development and constructive fellowship is fostered through a network of Aspira Clubs in high schools and community centers.

SECTION D: AFFILIATES

The affiliates are professionally-staffed agencies, working in local communities in close relationship with Aspira of America, Inc.

Because the achievement of Aspira's objectives locally depends upon the quality of leadership available in each community and because that quality is highest where self-initiative is most encouraged, a certain degree of autonomy must be maintained in the conduct of local Aspira affairs. The effectiveness of this autonomy is enhanced by the requirements for close National-Local collaboration and adherence to the standard established for the Aspira movement as a whole.

SECTION E: LEADERSHIP

The predominant influence in Aspira's effectiveness is found in the depth and quality of its community support. This support must be representative of the Puerto Rican community. A similar pattern must be applied to the leadership comprising the affiliate board and committees.

ARTICLE II RESPONSIBILITIES OF ASPIRA OF AMERICA, INC.

In order to realize these objectives, and in order to have a cohesive and effective Aspira movement, Aspira of America, Inc. and each local affiliate shall assume the following responsibilities:

SECTION A: AFFILIATE GUIDE

Aspira of America, Inc. shall supply the Chairman of the Board of Directors and the Executive Director of each local affiliate with an affiliate guide which clearly illustrates the structure, program and general Aspira operations. This document shall be known as "The Aspira Affiliate Guide".

SECTION B: CONSULTATION AND GUIDANCE

Aspira of America, Inc. shall supply continuous consultation and guidance for each of its local affiliates for the purpose of helping them reach and maintain high standards of program planning and performance. Local affiliates will be given ample notice of regularly planned field visits. Aspira of America, Inc. will carefully review regular and special reports received from affiliates as provided in Aspira Program Manual, and will make recommendations where indicated. Aspira of America, Inc. will provide professional staff to periodically conduct intensive evaluations of local Aspira program to determine the effectiveness with which Aspira operations are being carried on. Aspira of America, Inc. will keep affiliates

informed as to actions taken from time to time by the Aspira of America, Inc. Board of Directors which relate to all National policies and programs.

SECTION C: STAFF RECRUITMENT

Aspira of America, Inc. will assist the local affiliates in the area of recruitment of qualified professional staff. Procedures to be followed in this connection are described in "The Aspira Affiliate Guide".

SECTION D: STAFF ORIENTATION AND TRAINING

Aspira of America, Inc. will provide orientation and in-service training for the professional staff of local affiliates. Training will be provided for professional staff including the Executive Director of the affiliates. Training materials for staff members will be developed by the national staff and made available to local affiliates.

SECTION E: BOARD AND VOLUNTEER ORIENTATION AND TRAINING

Aspira of America, Inc. will assist local affiliates in planning and executing local orientation and training sessions for board members and other volunteers. To the extent that its resources permit, Aspira of America, Inc. on

request will make available national staff members to assist in providing such training. Training materials will be developed and made available to local affiliates.

SECTION F: EVALUATION CRITERIA

Aspira of America, Inc. will supply local affiliates with criteria for the evaluation of the performance of local executives, board members and agency programs generally. Basic material for this purpose will be included in "The Aspira Affiliate Guide" and will be supplemented from time to time. Aspira of America, Inc. will periodically review such evaluations to determine whether standards are being met.

SECTION G: RESEARCH

Aspira of America, Inc. will periodically conduct studies to determine local community needs in the area of education with a special emphasis on needs, problems and opportunities. Aspira of America, Inc. will regularly develop and distribute to local affiliates research materials which are pertinent to effective Aspira programming. Aspira of America, Inc. will supply affiliates with guidance and

assistance in their own research activities.

SECTION H: NATIONAL PROJECTS

Aspira of America, Inc. in cooperation with local affiliates, shall be responsible for the design and promotion of nationwide projects on various aspects of the Aspira Program, and shall seek the active participation of local affiliates in such projects.

SECTION I: PUBLIC RELATIONS

Aspira of America, Inc. will be responsible for a continuous information and education service which will utilize the various media, agency newsletters, exhibits, displays, conferences and other means to interpret the Aspira Program to the general public. Aspira of America, Inc. will also provide suggestions, consultation and guidance to local affiliates in connection with their own public relations and interpretive activities.

SECTION J: FISCAL PROCEDURES

In agreement with the local affiliates, Aspira of America, Inc. will in general have fiscal control over the budgets of the affiliates for the first three and a half years of operation.

This period may be reduced depending on the degree of success the affiliate has in obtaining local funds. During this period the National Office will deposit sufficient funds in a local bank to enable an affiliate to meet its monthly expenses. This fund will be reimbursed on a periodic basis. Checks drawn by the affiliate must have two (2) signatures; one must be that of the Executive Director's and the other the Chairman of the Board of Directors or the Treasurer. Aspira of America, Inc. will furnish a professional staff or consultant to organize and coordinate National and Local campaigns to raise funds for the affiliates and the national organization. All the accounting and auditing including filing of necessary reports will be the responsibility of Aspira of America, Inc.

ARTICLE III RESPONSIBILITIES OF LOCAL AFFILIATES:

The minimum responsibilities of each local affiliate are as follows:

SECTION A: NAME

Each local affiliate shall be known as the "Aspira Inc. of (name of state or city)". It shall be required to carry this title on its letterhead and use the logo of Aspira on all official documents and shall also carry the phrase, "affiliated with Aspira of America, Inc."

SECTION B: GEOGRAPHIC AREA

Each local affiliate shall obtain prior agreement from Aspira of America, Inc. in order to modify in any way the geographical area which it serves.

SECTION C: ARTICLES OF INCORPORATION AND BY-LAWS

The Incorporation papers and By-Laws of each local affiliate shall be in conformity with the Incorporation and By-Law Guidelines of Aspira of America, Inc. and must be approved by the National Office. The By-Laws of each affiliate shall in general conform to the model By-Laws found in "The Aspira Affiliate Guide".

SECTION D: Executive Director

Each affiliate shall appoint its Executive Director from among nominees who have been certified as meeting standards set by Aspira of America, Inc. The director shall be responsible to the local Board for the selection and performance of a suitable staff.

SECTION E: PRINCIPLES OF OPERATION

Each affiliate shall operate its program in keeping with the spirit, standards and objectives of the Aspira movement as described in these Terms of Affiliation, "The Aspira Affiliate Guide" and related documents. It shall accept

and utilize the guidance, consultation, and standards set by Aspira of America, Inc.

SECTION F: REPORTS

It shall be the obligation of each local affiliate to keep Aspira of America, Inc. fully informed of its activities. Each local affiliate shall furnish the Aspira of America, Inc. with monthly reports describing its on-going programs and any special reports which from time to time may be requested. These monthly reports shall be due at the National Office at the close of each month but no later than 10 days thereafter.

SECTION G: LEADERSHIP

Each local affiliate shall select its Board members on the basis of standards established in these Terms of Affiliation. Each local affiliate shall keep Aspira of America, Inc. informed with evaluation reports on the performance of its Executive Director, staff and Board members, such reports to be based on criterias established in the Aspira of America, Inc. Manual.

SECTION H: TRAINING OPPORTUNITIES AND MATERIALS

Each local affiliate shall be expected to avail itself of the training opportunities provided by Aspira of America, Inc. in the form of periodic institutes and workshop for Board, staff and volunteers, so far as local conditions permit. Each affiliate shall utilize the orientation and the training materials provided by Aspira of America, Inc.

SECTION I: NATIONAL PROJECTS

Each local affiliate shall cooperate to the extent of its ability in such nationwide projects on aspects of the Aspira program as may be developed from time to time by the Aspira of America, Inc. in cooperation with its local affiliates.

SECTION J: REPRESENTATION ON ASPIRA OF AMERICA, INC. BOARD

Each local affiliate shall annually select a member to the National Aspira of America, Inc. Board.

SECTION K: OTHER AFFILIATIONS

Each local affiliate shall obtain prior approval from Aspira of America, Inc. in order to affiliate with any other organization.

ARTICLE IV EXCEPTIONS

Exceptions to any of the foregoing provisions may be made only through mutual written agreement between the respective governing bodies of the Aspira of America, Inc. and the local affiliate.

ARTICLE V DISAFFILIATION

Failure of any affiliate to conform to any of the foregoing provisions may be grounds for suspension, disaffiliation or other appropriate action. In the event of disaffiliation, the right of the former local affiliate to use the phrase, "Aspira" or the logo, as part of its name or in connection with its operations shall cease and revert to Aspira of America, Inc.

IN WITNESS WHEREOF the duly authorized representatives of the foregoing described agencies have hereunto set their hands and seals effective as of the day and year first signed below by representatives of Aspira of America, Inc.

(NAME OF LOCAL AFFILIATE)

By: _____
(CHAIRMAN OF THE BOARD) (SECRETARY)

(EXECUTIVE DIRECTOR)

(DATE)

ASPIRA OF AMERICA, INC.

Approved By: _____
(NATIONAL EXECUTIVE DIRECTOR)

For the Board: _____
(CHAIRMAN OF THE BOARD) (SECRETARY)

BY-LAWS
OF
ASPIRA INC. OF _____

ARTICLE I

OFFICES

The principal office of the corporation shall be in the city of _____, county and state of _____.
The corporation may also have offices at such other places as the Board of Directors may from time to time designate.

ARTICLE II

MEMBERSHIP

Section 1. Members: The original members shall be the subscribers to the Certificate of Incorporation and those named therein as the Board of Directors thereof. Additional members may from time to time be elected by the affirmative vote of a majority of the members given at any duly convened special or regular meeting of members.

Section 2. Criteria for Membership: The primary requirement is that the member is a resident of the state of _____ where the agency is situated.

A fundamental qualification for board membership should be the desire and ability on the part of the prospective member to contribute to the achievement of the purposes of the agency.

It is important therefore, that board members be selected from a broad field, representative of the community or groups served by the agency, and diversified as to age and sex, occupational and educational interests, social and economic position, racial background and religious faith.

Candidates for board membership should have more than a casual knowledge of the community and the agency, a capacity to subordinate their group identifications and individual interests to the furthering of agency objectives, and readiness to accept the responsibilities as well as the privileges of board service. They should understand that the job of board membership will demand time and interests, and evince a willingness to give of their best.

Candidates should be chosen as individuals, on the strength of their background and experience, with thought not only for their

present but also for their potential qualities for leadership. Certainly the ability to work with others, and to inspire the confidence of the community, are among the priceless assets in board members. Some previous committee activity within the agency or related experience is desirable.

Section 3. Procedures for Membership: The following shall be the procedures to be followed in granting membership applicants:

- a. The Chairman of the Board of Directors, or other person designated by him or by the Board of Directors for such purposes, shall contact prospective members and secure all necessary information for membership.
- b. At the next following meeting of the Board of Directors, or as soon thereafter as reasonably possible, the name of the applicant shall be submitted to said Board of Director for approval.

Section 4. Orientation of New Board Members: Training of the board members is the responsibility of the National Program staff.

It is imperative for the individual board member to know:

1. the purpose of the agency;
2. the program and policies, and their relation to the community and to the agency's national organization;
3. the organizational pattern and certain operational procedures;
4. administrative relationships between committees, between board and committees, between staff and board, and between committees and staff;
5. the function of the board;
6. details on standards, policies, and resources for certain specific work assignments;
7. thorough acquaintance with the agency's facilities;
8. knowledge of the agency's method of financing.

Section 5. Voting: Each member shall be entitled to one vote at all meetings of members.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. Place of Meeting: Meetings of the members of the Corporation at principal office or at such other place within or without the State of _____ as may be designated by

the Board of Directors.

Section 2. Meetings: Meetings of the Board of Directors shall be held at such a place within or without the State of _____ as the Board of Directors may from time to time determine. The Board of Directors shall meet once a month, day to be determined with the exceptions of July and August.

Section 3. Special Meetings: Special meetings of the members of the Corporation may be called by a resolution of the Board of Directors or by the Chairman and shall be called by the Chairman, or Secretary at the written request of a majority of the members.

Section 4. Notice of Meetings: Notice of the time and place of meetings of members of the Corporation shall be given by telegram or by mail not less than five nor more than ten days before the day fixed for the meeting. All notices of meetings shall state the time, place and purpose of the meeting.

Section 5. Quorum and Adjournments: At least six (6) of the members of the Corporation, present, in person shall constitute a quorum at all meetings of the members of the Corporation, whether regular or special. If there be no quorum, the members present may, by a majority vote, adjourn the meeting from time to time without notice other than the announcement at the meeting until a quorum is obtained.

Section 6. Removal for Unexcused Absences: Failure of a Director to attend two (2) consecutive, regular meetings of the Aspira of America, Inc. Board of Directors may result in the termination of membership on the Board upon the majority vote of the Board and any vacancy thus occurring shall be filled by the Board as hereinafter provided.

Section 7. Salaries and Compensation: No director shall receive any compensation, salary, emolument, or other thing of value for his services as a Director. Nothing herein contained, however, shall prevent a Director from serving as an officer of the Corporation or in a special consultative capacity to the Corporation or to the Aspira of America, Inc. Board of Directors, or a paid employee for which consultative service or services as an employee, reasonable compensation may be paid upon the vote of the Board of Directors.

Section 8. Effect of Death or Resignation: All the rights, powers, and privileges of any member shall cease upon his death or resignation.

Section 9. Proxies: Any member of the Corporation entitled to vote may vote at any meeting by proxy. Proxies shall be in writing and shall be revocable at the pleasure of the member executing the same in a form prescribed by the Board of Directors.

Section 10. Order of Business. The order of business shall be as follows at all the meetings of the membership, the Board of Directors and all committees.

1. Calling of the Roll
2. Proof of Notice of Meeting or Waiver of Notice
3. Reading the Minutes
4. Receiving Communications
5. Election of Officers and New Members
6. Reports of Officers
7. Reports of Committees
8. Unfinished Business
9. New Business

ARTICLE IV

DIRECTORS

Section 1. Number: The property, business, and affairs of the Corporation shall be managed and controlled by a Board of Directors consisting of not less than seven (7) and no more than nineteen (19).

Increases in the Board of Directors in excess of the number authorized by the certificate of incorporation shall only be made through an amendment to said certificate of incorporation in compliance with the appropriate statutory provisions.

Section 2. Classes of Directors: There shall be three classes of Directors which shall be known as classes "A", "B" and "C". The Chairman of the Board shall determine to which class each member of the Board of Directors shall initially belong.

Section 3. Term: Directors shall be elected at the annual meeting of the Corporation in accordance with Article III, Section 2. Directors shall hold office for terms of three (3) years (Class A); two (2) years (Class B); one (1) year (Class C). At the annual meeting elections will be held to fill the expired term of category A and B Directors.

Section 4. Meetings: Meetings of the Board of Directors shall be held at such place within or without the State of _____ as the Directors may from time to time determine. Regular meetings of the Board of Directors shall be held once a month, day to be determined by the Board. Special meetings may be held at any time upon the call of the Chairman and shall be called by the Chairman, or the Secretary upon the written request of ten Directors.

Section 5. Notice of Meetings: Meetings of the Board of Directors may be held upon telegraphic or written notice personally served on, sent or mailed to each Director not less than five (5) nor more than ten (10) days before such meeting.

Section 6. Voting: At all meetings of the Board of Directors, each Director is to have one vote and except as otherwise provided by these by-laws, by statute, or by Robert's Rule of Order, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Quorum and Adjournments: One third of the members of the Board of Directors then holding office shall constitute a quorum for the transaction of business.

Section 8. Removal for Unexcused Absences: Failure of a Director to attend three (3) consecutive, regular meetings of the Board of Directors may result in the termination of membership on the Board upon the majority vote of the Board and any vacancy thus occurring shall be filled by the Board hereinafter provided.

Section 9. Vacancies: In case any vacancy in the Board of Directors shall occur through death, resignation, disqualification, incapacity, increase in number of Directors, or any other cause except the removal of a Director by the membership as hereinabove provided, the vacancy shall be filled by a majority vote of the Directors of the Corporation for the unexpired portion of the term at any regular or special meeting held for that purpose.

Section 10. Salaries and Compensation: No director shall receive any compensation, salary, emolument, or other thing of value for his services as Director. Nothing herein contained, however, shall prevent a Director from serving as an officer of the Corporation or in a special consultative capacity to the Corporation or to the Board of Directors, or as paid employee for which consultative service or services as an employee, reasonable compensation may be paid upon the vote of the Board of Directors.

ARTICLE V

OFFICERS

Section 1. Number: The officers of the Corporation shall be:

1. Chairman
2. Vice-Chairman (in Charge of Fund Raising)
3. Chairman, Program Committee
4. Secretary
5. Treasurer

No person shall hold more than one office.

Section 2. Election: All officers of the Corporation shall be elected triennially by the Board of Directors and shall continue to hold office at the discretion of the Board of Directors. Vacancies may be filled at any meeting of the Board. The Board may appoint such other officers, agents and employees as it shall deem necessary who shall serve at the discretion of the Board and who, shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

Section 3. Duties of Officers:

- (a) Chairman of the Board: He shall preside at all meetings of the Executive Committee, the Board

of Directors and the members of the agency and at the annual meeting of the membership, shall present a report of the condition of the affairs of the agency. He shall be ex-officio a member of all committees, save the Executive Committee of which he shall be a full member. He shall appoint, from time to time, from the members of the Board of Directors such special committee or special committees as shall be deemed requisite or advisable to act upon such matter of matters as he shall designate. He shall see that the books, reports, statements and certificates required by law are properly kept, made and filed according to law. He shall sign all certificates of membership and shall enforce these by-laws and perform all duties incident to the position and office, and which are required by law.

- (b) Vice-Chairman in charge of Fund Raising: During the absence or inability of the President and Vice-Chairman in charge of program to render or perform the duties of the Chairman or exercise his powers, as set forth in these by-laws, the same shall be performed and exercised by the Vice-Chairman in charge of fund raising, and when so acting, he shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such Chairman. The Vice-Chairman shall also perform such duties as may be necessary to conduct the fund raising activities of the agency in conjunction with staff.
- (c) Chairman, Program Committee: During the absence or inability of the Chairman to render and perform his duties or exercise his powers, as set forth in these by-laws, the same shall be performed and exercised by the Vice-Chairman in charge of program, and when so acting, he shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such Chairman. The Vice-Chairman in charge of program shall also perform such duties as are necessary for the program planning and evaluation of the agency in conjunction with staff.
- (d) Secretary: The secretary shall keep the minutes of the meetings of the Board of Directors and of the membership in appropriate books. He shall give and serve all notices of the Corporation and shall be the custodian of the records and of the Seal of the Corporation and shall affix the latter when required. He shall keep the membership rolls in the manner prescribed by law, so as to show at all times the names of the members of the Corporation, alphabetically arranged, their respect

tive places of residence, their post office addresses, the class of membership held by each, and the time at which each person became a member. He shall present to the Board of Directors at their regular meetings, all communications addressed to him officially by the Chairman or any officer or member of the Corporation. He shall perform such other duties as the Chairman or the President may direct.

- (e) Treasurer: The Treasurer shall have the care and custody of and be responsible for all funds and securities of the Corporation. He shall keep or cause to be kept, just and true cash, check, bank and other necessary and proper books of account. He shall perform such duties and exercise such powers as the Board of Directors or, in connection with the management of the Corporation, as the Chairman or the President may from time to time prescribe.

Section 4. Resignations: Any officer may resign at any time, orally or in writing, by notifying the Chairman, or the Secretary or the Board of Directors of the Corporation. Such resignation shall take effect at the time therein specified. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies: Vacancies in any office may be filled by the Board of Directors at any regular or special meeting.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. Constitution: There shall be an Executive Committee composed of the Chairman, Program Chairman, Finance Chairman, Treasurer and Secretary of the Corporation. The Executive Committee shall be composed of no less than five (5) or more than seven (7) members. The Board of Directors shall fill any and all vacancies in the Executive Committee and may, from time to time, appoint alternate members of the Executive Committee to serve in the temporary absence or disability of any member. Such designation of a member or such appointment of an alternate member of said Committee may be removed, at any time, by the Board of Directors.

Section 2. Powers: The Executive Committee shall have and may exercise, so far as may be permitted by law, all the powers of the Board of Directors in the management of the property and affairs of the Corporation in the intervals between meetings of the Board, shall act in such intervals as the governing body of the Corporation, and shall have the power to authorize the seal of the Corporation to be affixed to all papers which may require it.

Section 3. Organization, Meetings, Etc.: The Chairman of the Corporation shall be Chairman of the Executive Committee, and the Secretary thereof. In the absence of any such Chairman of the Executive Committee and/or of the Secretary, at any meeting of the Executive Committee, one of the Vice-Chairman shall be Chairman of the meeting and the committee shall appoint a Secretary of the meeting, as the case may be. The Executive Committee may adopt rules governing the time of, and/or method of calling and/or of holding its meetings and may also adopt rules governing the conduct of its affairs.

The Executive Committee shall keep a record of its acts and proceedings and shall report thereon to the Board of Directors.

Section 4. Quorum and Manner of Acting: A majority of the members of the standing committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of such committee.

Section 5. Other Committees of the Board of Directors: The Board of Directors may also, by resolution, appoint other Committees of the Board of Directors and, to the extent permitted by law, may delegate to any such Committee such lawful powers as the Board shall determine.

ARTICLE VII

STANDING COMMITTEES

Section 1. Constitution and Powers: The Board of Directors may, by resolution, establish standing Committees to study, plan, administer or otherwise be concerned with specific projects which the Corporation shall undertake and, to the extent permitted by law, may delegate to any such committee such lawful powers as the Board of Directors shall determine. Committee appointments, and the filling of any and all vacancies on any standing committee, shall be made as the Board of Directors may determine. Any member of any standing committee may be removed, with or without cause, at any time, by the Board of Directors.

Section 2. Organization, Meetings, Etc.: The Board of Directors of the Corporation shall designate the Chairman of any standing Committee and/or the Secretary thereof. In the absence of the Chairman of the standing committee and/or the Secretary, at any meeting of a standing committee. The committee shall appoint a Chairman or Secretary of the meeting, as the case may be. Each standing committee may adopt rules governing the time of, and/or method of calling and/or of holding its meetings and may also adopt rules governing the conduct of its affairs. Each standing committee shall keep a record of its acts and proceedings and shall report thereon to the Board of Directors.

Section 3. Quorum and Manner of Acting: A majority of the members of any standing committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of such committee. The members of any standing committee shall act only as a committee.

Section 4. Temporary Committees: The Chairman of the Board of Directors shall be authorized to appoint temporary committees to report on any problems that the Corporation may desire or need to study.

ARTICLE VIII

ANNUAL REPORT

At each meeting of members, the Directors shall present a report in accordance with Section 46 of the Membership Corporation Law, and file it and enter an abstract of it in the minutes of the meeting as provided in said Section.

ARTICLE IX

WAIVER OF NOTICE

Any meeting of members, directors, or committees and any action otherwise properly taken thereat shall be valid if notice of the time, place and purposes of such meeting shall be waived in writing before, at or after such meeting.

ARTICLE X

NEGOTIABLE INSTRUMENTS

Checks, promissory notes and other instruments for the payment of money shall be signed by such person or persons as may from time to time be designated by the Board of Directors.

ARTICLE XI

CORPORATE SEAL

The seal of the Corporation shall be in such form as may from time to time be adopted by the Board of Directors.

ARTICLE XII

FISCAL YEAR

Until changed by resolution of the Board of Directors, the fiscal year of the Corporation shall be the fiscal year.

ARTICLE XIII

AMENDMENTS TO BY-LAWS

These By-Laws may be amended, supplemented or repealed from time to time by the Board of Directors or by the members, provided that any By-Laws adopted by the members which provides that it may not be amended or repealed by the Board of Directors may be amended or repealed only by the members.